

ITEL

BY FEDERAL EXPRESS

Itel Rail Corporation

550 California Street
San Francisco, CA 94104
(415) 984-4200

March 3, 1992

2-064A035

RECORDATION NO.

8852-0

FILED 1425

MAR 4 - 1992 -3 40 PM

Hon. Sidney L. Strickland, Jr., Esq.
Secretary
Interstate Commerce Commission
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION

MAR 4 3 40 PM '92
NOTICE OF FILING UNIT

**Re: Termination of Lease, Trust Agreement and Purchase Order Assignment
("Termination")**

Dear Mr. Strickland:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$16 recordation fee.

Please record the subject Termination under the Purchase Order Assignment dated as of May 15, 1977, among Itel Rail Corporation, successor to SSI Rail Corp., FMC Corporation and ACF Industries, Inc. and First Security Bank of Idaho, successor to First Security State Bank, as Owner-Trustee under a Trust Agreement dated as of May 15, 1977, with BA Leasing & Capital Corporation, successor to Pacific Systems, Inc., which was filed with the ICC on July 10, 1977, under Recordation No. 8852.

The parties to the aforementioned instrument are listed below:

Itel Rail Corporation (Lessee)
550 California Street
San Francisco, California 94104

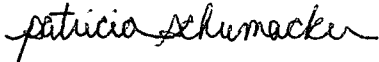
First Security Bank of Idaho, N.A. (Owner-Trustee)
79 South Main Street
Salt Lake City, Utah 84111

Effective as of February 14, 1992, the Lease, given Recordation No. 8852-B; the Trust Agreement; and the Purchase Order Assignment, given Recordation No. 8852, are terminated in their entirety.

Hon. Sidney L. Strickland, Jr., Esq.
March 3, 1992
Page Two

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,



Patricia Schumacker
Legal Assistant

Interstate Commerce Commission

Washington, D.C. 20423

3/4/92

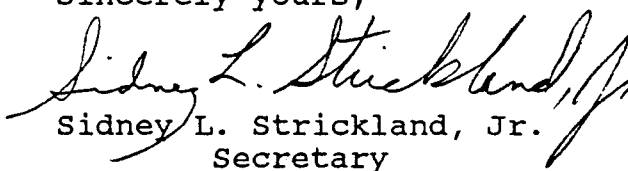
OFFICE OF THE SECRETARY

Patricia Schumacker-
Legal Assistant
IteI Rail Corporation
550 California Street
San Francisco, CA. 94104

Dear Sirs:

The enclosed document(s) was recorded pursuant to the
provisions of Section 11303 of the Interstate Commerce Act, 49
U.S.C. 11303, on 3/4/92 at 3:40PM , and assigned
recordation number(s). ⁸⁸⁵² 8852-O, ~~8852~~-P, 8873-I, 8873-J, 8905-K, 8905-L,
9795-B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

**TERMINATION OF LEASE, TRUST AGREEMENT
AND PURCHASE ORDER ASSIGNMENT**

8852-0
MAR 4 - 1992 -3 40 PM

INTERSTATE COMMERCE COMMISSION

TERMINATION OF LEASE, TRUST AGREEMENT AND PURCHASE ORDER ASSIGNMENT (the "Termination") between **FIRST SECURITY BANK OF IDAHO, N.A.**, as successor to FIRST SECURITY STATE BANK, not in its individual capacity but solely as Owner-Trustee (the "Owner-Trustee"), and **ITEL RAIL CORPORATION** ("Itel Rail"), dated as of February 14, 1992.

WHEREAS, Pacific Systems, Inc. ("Pacific") created a trust (the "Trust") pursuant to a Trust Agreement (the "Trust Agreement"), dated as of May 15, 1977, between Pacific and the Owner-Trustee; and

WHEREAS, Itel Rail, as successor to SSI Rail Corp. ("SSI") (as lessee), BA Leasing & Capital Corporation ("BA"), as successor to Pacific (as owner), the Owner-Trustee (as owner-trustee) and certain other parties (as purchasers) were parties to a Participation Agreement dated as of May 15, 1977, as amended (as amended, the "Participation Agreement"); and

WHEREAS, the Owner-Trustee, on behalf of the Trust, and the Trustee are parties to an Equipment Trust Agreement, 1977 Series 3 (secured by SSI Rail Corp. Lease No. 2), dated as of May 15, 1977, as amended (as amended, the "Equipment Trust Agreement") pursuant to which the Trustee has issued equipment trust certificates (the "ETC's") to certain holders (the "Purchasers"), which Equipment Trust Agreement was filed with the Interstate Commerce Commission (the "I.C.C.") pursuant to 49 U.S.C. Section 11303(a) on June 10, 1977, and given Recordation No. 8852-A; and

WHEREAS, SSI, the Owner-Trustee, and FMC Corporation and ACF Industries, Incorporated (collectively, the "Manufacturers") were parties to a Purchase Order Assignment dated as of May 15, 1977 (the "Purchase Order Assignment") pursuant to which SSI assigned to the Owner-Trustee its rights under certain agreements between SSI and the Manufacturers with respect to the manufacture and sale by the Manufacturers to SSI of two hundred and fifty (250) boxcars, which Purchase Order Assignment was filed with the I.C.C. pursuant to 49 U.S.C. Section 11303(a) on July 10, 1977, and given Recordation No. 8852; and

WHEREAS, the Owner-Trustee, on behalf of the Trust, took delivery from the Manufacturers of all two hundred and fifty (250) boxcars which were the subject of the Purchase Order Assignment, certain of such boxcars have been destroyed, and the remaining two hundred twenty-five (225) boxcars are identified on Schedule 1 hereto (the "Cars"); and

WHEREAS, pursuant to the Trust Agreement, the Owner-Trustee held legal title to the Cars and the Cars constituted part of the Trust Estate (as defined in the Trust Agreement); and

WHEREAS, the Owner-Trustee leased the Cars to Itel Rail pursuant to a Lease of Railroad Equipment (No. 2) dated as of May 15, 1977, as amended (as amended, the "Lease") between Itel Rail (as lessee), as successor to SSI, and the Owner-Trustee (as lessor), which Lease was filed with the I.C.C. pursuant to 49 U.S.C. Section 11303(a) on June 10, 1977, and given Recordation No. 8852-B; and

WHEREAS, Pacific transferred all of its beneficial interest in the Cars and the Lease and all of its right, title and interest in the Trust, the Trust Agreement, the Participation Agreement, the Purchase Order Assignment and all related agreements, instruments and documents to BA, and BA assumed the same; and

WHEREAS, BA and Itel Rail are parties to an Assignment and Assumption Agreement (the "Assignment and Assumption") and a Purchase and Sale Agreement, each dated as of November 29, 1989, pursuant to which Itel Rail purchased all of BA's beneficial interest in the Cars and the Lease and all of BA's right, title and interest in the Trust, the Trust Agreement, the Participation Agreement, the Purchase Order Assignment and all related agreements, instruments and documents; and

WHEREAS, the Assignment and Assumption was filed with the I.C.C. pursuant to 49 U.S.C. Section 11303(a) on December 21, 1989, and given Recordation No. 8852-J; and

WHEREAS, the ETC's were paid in full on February 14, 1992; and

WHEREAS, simultaneously herewith, the Owner-Trustee has delivered to Itel Rail a bill of sale, dated as of the date hereof, conveying legal title to the Cars to Itel Rail; and

WHEREAS, Itel Rail, the legal and beneficial owner of the Cars, and the Owner-Trustee desire to terminate the Lease, the Trust Agreement and the Purchase Order Assignment, and the Owner-Trustee has agreed to release the Sublease Assignment (as defined in the Equipment Trust Agreement) which secured the performance of the lessee's obligations under the Lease, and make such termination and release matters of record.

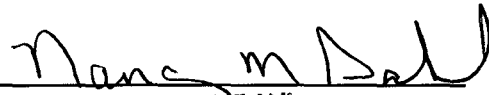
NOW, THEREFORE, the Owner-Trustee and Itel Rail hereby agree as follows:

1. The Lease, the Trust Agreement, and the Purchase Order Assignment are hereby terminated and extinguished in their entirety; provided, however, that any obligations under the Lease arising prior to the date hereof which the Lease expressly provides survive the expiration or termination of the Lease, or any rights of the Owner-Trustee to indemnity or otherwise, which by the express terms of the Lease survive the expiration or termination, shall survive.


2. The Sublease Assignment and the liens created thereby are hereby released, terminated and extinguished in their entirety.
3. This Termination shall be governed by and construed in accordance with the laws of the State of Utah, but the parties shall be entitled to all rights conferred by the laws of the United States permitting filing with the Interstate Commerce Commission.

IN WITNESS WHEREOF, the parties have executed and delivered this Termination as of the date first above written.

FIRST SECURITY BANK OF IDAHO, N.A.
not in its individual capacity, but solely
as Owner-Trustee

By 
Name: ~~NANCY M. DAHL~~
Title: TRUST OFFICER

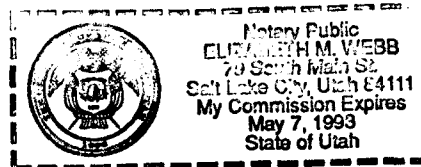
ITEL RAIL CORPORATION

By 
Name: Robert C. Kiehnle
Title: Vice President and Treasurer

STATE OF UTAH)
COUNTY OF Salt Lake) ss.

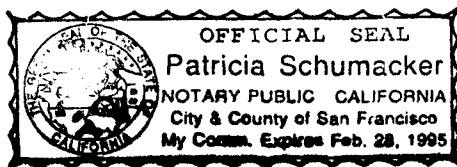
On this 28th day of February, 1992, before me personally appeared Nancy M. Dahl personally known to me to be the person who executed the within instrument as Trust Officer of First Security Bank of Idaho, N.A., and acknowledged to me that the association executed it.

Elizabeth M. Webb
Notary Public



STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss.

On this 25th day of February, 1992, before me personally appeared Robert C. Kiehnle, personally known to me to be the person who executed the within instrument as Vice President and Treasurer of Itel Rail Corporation, and acknowledged to me that the corporation executed it.



patricia schumacker
Notary Public

SCHEDULE 1

IDENTIFICATION OF CARS

Reporting Marks

Description of Equipment

AN 5002	seventeen (17)
AN 5018	50'6", 70-ton boxcars
AN 5020	with 10' sliding doors;
AN 5030	built by AFC Industries, Incorporated
AN 5069	
AN 5086	
AN 5095	
AN 5104-5105	
AN 5114	
AN 5130	
AN 5138	
AN 5169	
AN 5189	
AN 5192-5193	
AN 5199	
CHTT 100164-100194	ninety-seven (97)
CHTT 100196-199240	50'6", 70-ton boxcars
CHTT 100242-100255	with 10' sliding doors;
CHTT 100257-100263	built by AFC Industries, Incorporated
MB 4151-4168	sixty-eight (68)
MB 4170-4174	50'6", 70-ton boxcars
MB 4176-4181	with 10' sliding doors;
MB 4183-4186	built by AFC Industries, Incorporated
MB 4264-4280	
MB 4282-4285	
MB 4287-4299	
MR 7177-7186	thirty-five (35)
MR 8700	50'6", 70-ton boxcars
MR 8702	with double 8' sliding doors;
MR 8704-8705	built by FMC Corporation
MR 8709	
MR 8713	
MR 8715-8717	

SCHEDULE I (CONTINUED)

Reporting Marks

MR 8719-8720
MR 8725-8727
MR 8729
MR 8731
MR 8733-8735
MR 8737
MR 8742-8744
MR 8747-8748

Description of Equipment

TOE 2838
TOE 2842
TOE 2847
TOE 2853
TOE 2857
TOE 2859
TOE 2861
TOE 2865

eight (8)
50'6", 70-ton boxcars
with double 8' sliding doors;
built by FMC Corporation

TOTAL: 225 Railcars